

# BYLAWS

## ARTICLE I. NAME

The name of this organization shall be the National Association of Graduate Admissions Professionals (NAGAP) and shall be incorporated in the State of New Hampshire.

## ARTICLE II. PURPOSES

The purposes of NAGAP are exclusively educational, not for profit, and are to:

- 1 Establish and maintain high professional standards in the identification, recruitment, and selection of candidates for graduate study at all graduate degree-granting institutions of higher education throughout the world.
- 2 Foster and expand the relationship between undergraduate colleges and universities with graduate schools of higher education.
- 3 Assist career services officers at undergraduate colleges and universities in the identification and selection of suitable graduate school choices for their students.
- 4 Assist in the development of professional competence of individuals involved in graduate enrollment management and the administration of graduate and professional education.
- 5 Encourage coordinated activities (where appropriate) through affiliated charters and with other professional organizations with similar goals and objectives.

## ARTICLE III. MEMBERSHIP

1. Membership in NAGAP implies acceptance of and adherence to the standards set forth in the NAGAP Constitution and Bylaws. Four types of membership are possible.
  - a. **Institutional** membership in NAGAP shall be open to all accredited institutions offering graduate degrees. An institutional membership is transferable within the institution and may only be used by one individual for a particular event. Institutional members have voting privileges, one vote per institutional membership.
  - b. **Individual** membership in NAGAP shall be open to all graduate admissions professionals at accredited graduate degree granting institutions. An individual membership cannot be reassigned to another person. Individual members have voting privileges.
  - c. **Affiliate** members shall be those individuals from agencies or organizations that assist or benefit NAGAP and the graduate admissions community. Each agency or organization will have a designated contact. An affiliate membership is

transferable. Affiliate members do not have voting privileges.

- d. **Retired** members shall be those individuals who wish to participate in NAGAP who have worked in graduate admissions, served the Association, are in retired status, and are approved by the NAGAP Governing Board. Retired members do not have voting privileges.
  - e. **Honorary Life Time Members** receive a lifetime membership which includes voting privileges. The Honorary Lifetime membership will be given to those individuals who have received NAGAP's Distinguished Service Award as well as other individuals who are deemed honorary members by the organization and approved by the NAGAP Governing Board.
2. Membership may be terminated by a two-thirds vote of the full Governing Board for:
    - a. Failure to comply with the purposes and standards of the Association.
    - b. Failure to maintain requirements for membership.
  3. The annual dues of NAGAP shall be established by the Governing Board.

#### **ARTICLE IV. GENERAL MEETING**

1. A general meeting of the membership shall be held at least once a year. The site of the meeting shall be determined by the Governing Board. Written notice of the meeting shall be communicated to every member of the Association at least one month in advance of the meeting.
2. All members of the Association present at any general meeting of the membership shall constitute a quorum for the transaction of that meeting. A simple majority of all voting members present is necessary to carry a vote.

#### **ARTICLE V. OFFICERS AND THEIR DUTIES**

1. There shall be a President, Vice-President, Secretary, and Treasurer. Each shall be elected from and by the voting membership for a term of two years. Elections shall be conducted prior to the general meeting of the Association. Each officer's term will commence at the beginning of the fiscal year immediately following the elections. These officers, including the Immediate Past President, shall constitute the membership of the Governing Board and shall compose the Executive Committee of the Governing Board. Should an officer be unable to complete his/her term of office, the President shall appoint a replacement to complete the term of office.
2. Duties:
  - a. The duties of the President shall be:

- To preside at all Governing Board meetings and the Business Meetings of NAGAP.
- To provide leadership, vision and direction for NAGAP.
- To have final signature authority on behalf of NAGAP.
- To prepare the agenda of all meetings.
- To serve as an ex-officio member of all committees.
- To appoint an individual(s) to fill each vacated position(s) on the Governing Board through the end of the current term of office.
- To assume other responsibilities as directed by the Governing Board.

b. The duties of the Vice-President shall be:

- To attend all Business and Governing Board meetings of NAGAP.
- To preside at any meeting of the Association or Governing Board in the absence of the President.
- To assist the President as requested.
- To assume the position of President of the Association in the event that the President shall leave office prior to the completion of the current term.

c. The duties of the Secretary shall be:

- To attend all Business and Governing Board meetings of NAGAP.
- To be responsible for the minutes of the Governing Board and Business meetings of NAGAP.
- To be responsible for the records of the Association.
- To send out all necessary notices of meetings to the members of the Association.
- To assume other responsibilities as directed by the President.

d. The duties of the Treasurer shall be:

- To attend all Business and Governing Board meetings of NAGAP.
- To be responsible for the funds and financial matters of NAGAP.
- To present an annual financial report to the NAGAP membership.
- To have signatory authority for tax and financial purposes.
- To assume other responsibilities as directed by the President.

## **ARTICLE VI. GOVERNING BOARD**

1. The Governing Board shall consist of President all officers of the Association, the chairs of all standing committees of the Association and the Executive Director, Ex Officio.

2. The duties of the Governing Board shall be:

- a. To act as an advisory group to the President and all committee chairs.
  - b. To act in a policy-making capacity for the Association.
3. The Governing Board shall meet as often as necessary at the call of the President.
4. Membership on the Governing Board is restricted to voting members only.
5. Any issue (not previously assigned) requiring action will be decided by a two-thirds vote of the full Governing Board.
6. A simple majority of the voting members of the Governing Board shall constitute a quorum at meetings of the Governing Board. A simple majority of those present is required to carry a vote.

#### **ARTICLE VII. COMMITTEES**

1. All standing committees of the Association shall be identified at the general meeting. Committee chairs will be appointed by the President, with the approval of the executive committee of the Governing Board, and shall be members of the Governing Board. Committee members will be selected by the committee chair.
2. The President of the Association, with approval of the executive committee of the Governing Board, shall appoint an Elections Committee whose duties are to:
  - a. Solicit candidates for the officer positions of the Association from the voting membership.
  - b. Present a list of nominees for office in the Association to the voting membership.
  - c. Administer appropriate voting procedures so as to elect officers for the Association as is required.
3. Ad-hoc committees of the Association will be formed at the discretion of the President with the approval of the Governing Board. The Governing Board shall determine the scope of action of such committees. Ad-hoc committee chairs shall be appointed by the President of the Association.
4. Membership on all standing committees is open to voting and non-voting members of NAGAP. The chair and vice-chair of each standing committee are only open to voting members of NAGAP.

#### **ARTICLE VIII. PARLIAMENTARY AUTHORITY**

Robert's Rules of Order (newly revised) shall govern the conduct of business of NAGAP in all cases in which they are applicable and are not in conflict with these bylaws or other policies or

rules of this organization. A parliamentarian may be appointed or retained by the Governing Board for any meeting of the NAGAP membership or Governing Board.

#### **ARTICLE IX. AMENDMENTS**

These Bylaws may be amended at any general meeting by a two-thirds vote of the voting members present, provided that notice of the proposed amendments has been communicated to the voting members at least one month in advance of the meeting. Amendments not proposed in advance as mentioned may be adopted, provided they are presented in written form and receive a four-fifths vote of the voting members present.

#### **ARTICLE X. STATE AND FEDERAL EXEMPTION**

Notwithstanding any other provisions of these articles, the corporation is organized exclusively for one or more of the purposes specified in Section 501(c) (3) of the Internal Revenue Code of 1954, and shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under IRC Section 501(c) (3) or corresponding provisions of any subsequent federal tax laws.

No part of the net earnings of the corporation shall inure to the benefit of any member, trustee, director, officer of the corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation), and no member, trustee, officer of the corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation.

No substantial part of the activities of the corporation shall be carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided by IRC Section 501(h)) and participating in, or intervening in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office.

In the event of dissolution, all of the remaining assets and property of the corporation shall, after necessary expenses thereof, be distributed to another organization exempt under IRC Section 501(c) (3) or corresponding provisions of any subsequent federal tax laws, or to the federal government, or state or local government for a public purpose, subject to the approval of a Justice of the Supreme Court of the State of New Hampshire.

#### **ARTICLE XI. HEADQUARTERS**

The headquarters and Executive Office shall be in a location designated by the Governing Board. The business of the Executive Office shall be under the direction of the Executive Director who is hired by the Governing Board or a management firm contracted by the Governing Board to conduct NAGAP's operations.

The Executive Director shall perform duties as described in the current Management Services Agreement. The Executive Director shall serve as ex officio, a member without vote, of the Governing Board and Executive Committee. The Executive Director shall have prior notice of and the right to be present at all meetings of the Governing Board and Executive Committee, except during executive sessions of the Governing Board and Executive Committee meetings.

The Executive Director shall not be counted in the quorum, shall not make motions, but may fully participate in discussion and debate.

**ARTICLE XII. FISCAL YEAR**

The fiscal year of NAGAP shall be July 1 through June 30.

**Revised date: April 2003**

**April 2007**

**April 2009**